



# PUBLIC NOTICE

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**Report No. TEL-02225S**

**Friday October 21, 2022**

## **Streamlined International Applications Accepted For Filing**

### **Section 214 Applications (47 CFR §§ 63.18, 63.24); Section 310(b) Petitions (47 CFR § 1.5000)**

Unless otherwise specified, the following procedures apply to the applications listed below:

The international section 214 applications listed below have been found, upon initial review, to be acceptable for filing and subject to the streamlined processing procedures set forth in section 63.12 of the Commission's rules. 47 CFR § 63.12. These applications are for authority under section 214 of the Communications Act, to transfer control of an authorized carrier or to assign a carrier's existing authorization; and/or (b) to become a facilities-based international common carrier; and/or (c) to become a resale-based international common carrier. 47 U.S.C. § 214(a).

Pursuant to section 63.12 of the rules, these applications will be granted 14 days after the date of this public notice (see 47 CFR § 1.4 regarding computation of time), and the applicant may commence operations on the 15th day, unless the Commission has informed the applicant in writing, within 14 days after the date of this public notice, that the application, on further examination, has been deemed ineligible for streamlined processing. Pursuant to Section 1.1910(b)(2) of the rules, action will be withheld on any application by any entity found to be delinquent in its debts to the Commission. Applicants should check the Red Light Display System's website at [www.fcc.gov/redlight](http://www.fcc.gov/redlight) to determine if they are delinquent in a debt to the Commission and for information on how to pay the debt. 47 CFR § 1.1910(b)(2).

Communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 CFR § 1.1206. An application can be removed from streamlined processing only in the sound discretion of Commission staff. The filing of comments or a petition to deny will not necessarily result in an application being deemed ineligible for streamlined processing.

**People with Disabilities:** To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

We request that comments on any of these applications refer to the application file number shown below.

## Assignment

**Current Licensee:** PriorityOne Telecommunications, Inc.

**FROM:** PriorityOne Telecommunications, Inc.

**TO:** Zipty Fiber Pacific LLC

PriorityOne Telecommunications, Inc. (PriorityOne) has filed an application for the assignment of assets to Zipty Fiber Pacific LLC (Zipty Fiber Pacific). The Applicants filed supplements to the application on August 22, 2022, September 9, 2022, October 12, 2022, and October 14, 2022.

Specifically, Zipty Fiber Pacific will acquire from PriorityOne various rights, property, and assets (including all customer contracts and customer relationships) used in or necessary for the business of providing, for consumer and commercial use, broadband and voice services, including transport, transit, voice, data, and other telecommunications services, throughout PriorityOne's service territory. PriorityOne will retain its international section 214 authorization (ITC-214-20101208-00473). Zipty Fiber Pacific will provide international service to its newly acquired customers under the international section 214 authority held by its parent, Northwest Fiber LLC (Northwest Fiber) (ITC-214-19971202-00753; ITC-214-20001121-00680; ITC-214-20090528-00565) pursuant to section 63.21(h) of the Commission's rules. 47 CFR § 63.21(h).

Zipty Fiber Northwest is a direct wholly owned subsidiary of Northwest Fiber, which is an indirect wholly owned subsidiary of Northwest Fiber Holdco, LLC (Northwest Fiber Holdco), all Delaware limited liability companies. Searchlight II OPT, L.P., a Delaware limited partnership, holds an 80% equity and voting interest in Northwest Fiber Holdco. Steve Weed, a U.S. citizen, holds a 10% equity and voting interest in Northwest Fiber Holdco. According to the Applicants no other individual or entity holds a 10% or greater direct interest in Northwest Fiber Holdco.

Searchlight II OPT, L.P. is ultimately controlled by Searchlight Capital Partners II GP, LLC (Searchlight Upper GP), a Delaware limited liability company. Searchlight Upper GP is owned by three individuals, each with 33.33% equity and voting interests: Eric Zinterhofer, a U.S. citizen; Erol Uzumeri, a citizen of Canada; and, Oliver Haarmann, a citizen of Germany.

Searchlight II OPT GP, LLC, a Delaware limited liability company, is the general partner of Searchlight II OPT, L.P., holding 100% voting interests and 0% equity interests. The following Delaware entities hold the direct equity interests in Searchlight II OPT, L.P.: (1) SC II OPT Co-Invest Holdings, LLC (Co-Invest Holdings) (67%); (2) SC II PV OPT, L.P. (14%); (3) SC II OPT, L.P. (11%); (4) Searchlight Capital II OPT C-Invest Partners US, L.P. (5%); and, (5) Searchlight Capital II (FC) AIV, L.P. (3%). The following Delaware entities hold direct interests in Searchlight II OPT GP, LLC: (1) SC II OPT Co-Invest Holdings, LLC (69% equity and voting); (2) SC II PV OPT, L.P. (15% equity and voting); (3) SC II OPT, L.P. (11% equity and voting); and (4) Searchlight Capital II OPT C-Invest Partners US, L.P. (5% equity and voting).

Co-Invest Holdings is wholly owned by Searchlight Capital II OPT Co-Invest Partners, L.P. (Searchlight Co-Invest LP). SC II OPT Co-Invest GP, LLC is the general partner of Searchlight Co-Invest LP and Searchlight Capital II OPT C-Invest Partners US, L.P., all Delaware entities.

SC II PV Outpost Holdings, LLC holds 100% equity interest in SC II PV OPT, L.P. both Delaware entities. SC II PV Outpost Holdings, LLC is wholly owned by Searchlight Capital II OPT PV, L.P., a Delaware entity. Searchlight Capital II OPT Feeder, L.P., a Cayman Islands entity, has a 54% equity interest in Searchlight Capital II OPT PV, L.P.

Searchlight Capital II, L.P., a Cayman Islands entity, holds a direct 88% equity interest in SC II OPT, L.P. and an indirect 12% equity interest through SC II Outpost Holdings, LLC, a Delaware entity, that is wholly owned by Searchlight Capital II, L.P.

Searchlight Upper GP is the general partner of Searchlight Capital Partners II GP, L.P. (Searchlight GP), a Cayman Islands entity. Searchlight GP is the general partner of (1) Searchlight Capital II, L.P., (2) SC II OPT, L.P., (3) Searchlight Capital II (FC) AIV, L.P., (4) SC II PV OPT, L.P., (5) Searchlight Capital II OPT PV, L.P., and (6) Searchlight Capital II OPT Feeder, L.P. Searchlight GP also wholly owns SC II OPT Co-Invest GP, LLC.

IMPCE 2019 Inc., which is wholly owned by the British Columbia Investment Management Corporation, both Canada entities, holds indirect 15.5% equity and 29% voting interests in Northwest Fiber Holdco through Co-Invest Holdings. Port-aux-Choix Private Investments Inc., which is wholly owned by the Public Sector Pension Investment Board, both Canada entities, holds indirect 26.5% equity and 47.6% voting interests in Northwest Fiber Holdco through Co-Invest Holdco and Searchlight Capital OPT PV, L.P. CPP Investment Board Private Holdings (4) Inc., which is wholly owned by the Canada Pension Plan Investment Board, both Canada entities, holds indirect 16.7% equity and 29.8% voting interests in Northwest Fiber Holding through Co-Invest Holdings and Searchlight Capital OPT PV, L.P. The Applicants state that no other individuals or entities hold a 10% or greater direct or indirect equity or voting interest in Northwest Fiber Holdco or Zipty.

The Commission determined in the Executive Branch Review Process Order that it would not routinely refer to the Executive Branch applications where the Applicants have "an existing mitigation agreement, there are no new reportable foreign owners of the applicant since the effective date of the mitigation agreement, and the applicant agrees to continue to comply with the terms of that mitigation agreement." Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927, 10939, para. 30 (2020) (Executive Branch Review Process Order). The Applicant argues that, consistent with the decision in the Executive Branch Review Process Order, the Application meets the conditions of an identified category of applications that the Commission determined it would not refer to the Executive Branch. The Applicants state that Northwest Fiber, the direct parent of Zipty Fiber Pacific, is party to a November 21, 2019 Letter of Agreement with the Department of Justice (2019 LOA). Application at 21. See Applications Filed for the Transfer of Control of Certain Subsidiaries of Frontier Communications Corporation to Northwest Fiber, LLC, Memorandum Opinion And Order And Declaratory Ruling, WC Docket No. 19-188, 34 FCC Rcd 12344 (WCB/IB/WTB 2019). The Applicants state that the 2019 LOA remains in place, that there are no new reportable foreign owners of Northwest Fiber since the Executive Branch agencies' review of the Frontier transaction, and that Zipty Fiber Pacific and Northwest Fiber agree to comply with the terms of the 2019 LOA. Application at 21. Applicants have made a showing that this Application comes within an exclusion from referral to the Executive Branch for national security, law enforcement, foreign policy and trade policy review. Although we are not formally referring the Application, per standard practice, we will provide a courtesy copy of this public notice to the Executive Branch agencies. See Executive Branch Review Process Order at 10939, para 30, n. 81.

REMINDERS:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 CFR §§ 1.2001-.2003.